

GAP INC
Form 4
July 05, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FISHER ROBERT J

(Last) (First) (Middle)

1300 EVANS AVENUE, NO.
880154

(Street)

SAN FRANCISCO, CA 94188

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GAP INC [GPS]

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 06/30/2017 | | M ⁽¹⁾ | 3,368 ⁽¹⁾ A | \$ 0 8,853,817 | D | |
| Common Stock | 06/30/2017 | | M ⁽²⁾ | 376 ⁽²⁾ A | \$ 0 8,854,193 | D | |
| Common Stock | | | | | 124,777 | I | By Spouse |
| Common Stock | | | | | 27,000,000 | I | By FCH TBME LLC ⁽³⁾ |
| Common Stock | | | | | 2,385,304 | I | By Trusts |

Common Stock 15,000 I By Limited Partnerships

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Stock Units | \$ 0 | 06/30/2017 | | M | 3,368 | (1) (1) | Common Stock 3,368 |
| Dividend Equivalent Rights | \$ 0 | 06/30/2017 | | M | 376.7768 | (2) (2) | Common Stock 376.7768 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FISHER ROBERT J 1300 EVANS AVENUE, NO. 880154 SAN FRANCISCO, CA 94188 | X | X | | |

Signatures

Jane Spray,
Attorney-in-fact 07/05/2017

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) 3,368 shares were issued in settlement of the stock units originally granted to the reporting person on June 30, 2014. Each stock unit represented the right to receive one share of The Gap, Inc. common stock ("GAP Common Stock").

(2)

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376 shares were issued in settlement of dividend equivalent rights on the above-referenced stock units originally granted to the reporting person on June 30, 2014. Each equivalent right was the economic equivalent of one share of Gap Common Stock.

- (3) The reporting person is the sole manager and a member of FCH TBME LLC, a Delaware limited liability company that owns the reported securities. As manager of FCH TBME LLC, the reporting person may be deemed to have indirect beneficial ownership of the 27,000,000 shares of Gap Common Stock of which FCH TBME LLC has beneficial ownership. The reporting person disclaims beneficial ownership of all shares of Gap Common Stock held by FCH TBME LLC except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.